

Cyclacel Pharmaceuticals, Inc.  
 Form 3/A  
 December 03, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â MARXE AUSTIN W &amp; GREENHOUSE DAVID M</p> <p>(Last) (First) (Middle)</p> <p>C/O SPECIAL SITUATIONS FUNDS,Â 527 MADISON AVENUE, SUITE 2600</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/07/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Cyclacel Pharmaceuticals, Inc. [CYCC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner              ___ Officer ___ Other              (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/13/2010</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>__X__ Form filed by One Reporting Person              ___ Form filed by More than One Reporting Person</p>
---	---	---	--	---	---

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,490,882 <sup>(5)</sup>	I <sup>(5)</sup>	By Limited Partnerships <sup>(5)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---------------------------	----------------------	--

Edgar Filing: Cyclacel Pharmaceuticals, Inc. - Form 3/A

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants	01/19/2010	07/23/2014	Common Stock	670,623 <sup>(1)</sup>	\$ 1	I <sup>(1)</sup>	By Limited Partnerships <sup>(1)</sup>
Warrants	10/07/2010	10/07/2015	Common Stock	2,053,450 <sup>(2)</sup>	\$ 1.92	I <sup>(2)</sup>	By Limited Partnerships <sup>(2)</sup>
Options	10/07/2010	07/07/2011	Units	2,053,450 <sup>(3) (4)</sup>	\$ 1.67	I <sup>(3) (4)</sup>	By Limited Partnerships <sup>(3) (4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022	Â	Â X	Â	Â

## Signatures

Austin W. Marxe  
12/03/2010  
Date

\*\*Signature of Reporting Person

David M. Greenhouse  
12/03/2010  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 432,660 warrants are held by QP, 108,165 warrants are held by PE and 129,798 warrants are held by LS. The interest of Marxe and Greenhouse in the shares of warrants owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (CAY), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 1,026,700 warrants are held by QP, 342,250 warrants are held by Cayman, 273,800 warrants are held by PE and 410,700 warrants are held by LS. The interest of Marxe and Greenhouse in the shares of warrants owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

(3) This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cay), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively, QP owns an Option to acquire 1,026,700 Units, Cayman owns an Option to acquire 342,250 Units, PE owns an option to acquire 273,800 Units and LS owns an Option

## Edgar Filing: Cyclacel Pharmaceuticals, Inc. - Form 3/A

to acquire 410,700 Units. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

- (4) Pursuant to the terms of the Purchase Agreement dated October 4, 2010, the Special Situations Funds have the Options to acquire 2,053,450 Units. Each Unit consists of 1 share of Common Stock and .5 Warrants.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cay), Special Situations Private Equity Fund, L.P. (PE) and Special Situations Life Sciences Fund, L.P. (LS), respectively 2,301,131 shares of Common Stock are held by QP, 684,500 shares of Common Stock are held by CAY, 609,533 shares of Common Stock are held by PE and 895,718 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, CAY, PE and LS is limited to the extent of his pecuniary interest.

- (5) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.